

RECORDATION NO. 27164-B FILED

JUL 25 '08 -9 30 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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July 25, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of May 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Numbers 27164 and 27186.

The names and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC
1 Dag Hammarskjold Plaza
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Bakery Feeds
1111 Bryan Griffin Road
Butler, KY 41006

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A description of the railroad equipment covered by the enclosed document is:

30 covered hopper railcars within the series BNBX 121906 - BNBX 122077 as broken down by Mortgage as follows:

Rec. No. 27164: 26 railcars within the series BNBX 121906 - BNBX 122050 (excluding 122029); and

Rec. No. 27186: 4 railcars BNBX 122029, 122059, 122075, and 122077.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF FULL SERVICE RAILCAR LEASE JUL 25 '08 -9 30 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 24th day of May, 2008, to that certain Master Full Service Railcar Lease dated as of January 16, 2008, between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, a Kentucky corporation (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of January 16, 2008 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into an additional schedule covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 02 dated as of 5/29, 2008, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

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2019年10月14日

2019年10月14日

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: 

Name: Larry Littlefield
Vice President

Title: _____

Date: 6/3/08

BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, as Lessee

By: Bill Reagon

Name: BILL REAGON

Title: PRESIDENT BAKERY FEEDS

Date: 5/29/08

STATE OF Kentucky)

) SS:

COUNTY OF Campbell)

On May 29, 2008, before me, Margaret Weinel, Notary Public, personally appeared Bill Reager, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Margaret Weinel

MARGARET M. WEINEL
Notary Public, Kentucky State at Large
My Commission Expires Sept. 3, 2008

STATE OF New York)
)
COUNTY OF New York) SS:

On, June 3, 2008, before me, Indra Bedasie, Notary Public, personally appeared Larry Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014802
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>
30	6351 CF covered hoppers, 286,000 lbs. GRL capacity, AAR Type Code C114 built by Trinity Industries, Inc. in 2007	BNBX 121906 BNBX 121909 BNBX 121911 BNBX 121913 BNBX 121914 BNBX 121915 BNBX 121918 BNBX 121919 BNBX 121920 BNBX 121930 BNBX 121932 BNBX 121933 BNBX 121935 BNBX 121956 BNBX 121964 BNBX 121991 BNBX 121997 BNBX 122003 BNBX 122004 BNBX 122016 BNBX 122019 BNBX 122021 BNBX 122025 BNBX 122029 BNBX 122036 BNBX 122044 BNBX 122050 BNBX 122059 BNBX 122075 BNBX 122077

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/25/08



Robert W. Alvord